

RECORDATION NO 23155-D FILED

OCT 03 '08

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ALLEN & OVERY

**SURFACE TRANSPORTATION BOARD**

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
395 E St., SW  
Washington, D.C. 20423

**Allen & Overy LLP**  
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Our ref 51231-00008 NY:4115471.1

October 1, 2008

Dear Mr. Williams:

Enclosed is an original and one counterpart of the documents described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is an Amendment, a secondary document, dated September 17, 2008. The primary document to which it is connected is recorded under Recordation Number 23155A.

The names and addresses of the parties to the enclosed documents are:

Trustee:	U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut 225 Asylum Street, 23 <sup>rd</sup> Floor Hartford, Connecticut 06103
Lender:	AIG/ FP Funding (Cayman) Limited c/o Maples and Calder P.O. Box 309 Ugland House South Church Street Georgetown, Grand Cayman Cayman Islands KY1-1104

A description of the equipment covered by the documents follows:

Railcars within the various series described in Schedules A and B.

A fee of \$41.00 is enclosed.

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A short summary of the document to appear in the index follows:

Amendment to a Memorandum of Loan and Security Agreement with Recordation Number 23155A, dated September 27, 2000 and covering railcars with the various series described in Schedules A and B.

Yours sincerely,

**Erika Singer**  
Associate

A handwritten signature in black ink, appearing to read 'Erika Singer', with a horizontal line extending from the end of the signature.

Encl

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF AMENDMENT TO MEMORANDUM OF LOAN AND SECURITY AGREEMENT**

This Memorandum of Amendment to Memorandum of Loan and Security Agreement with Recordation Number 23155-A is made and entered into as of September 19, 2008, by and between U.S. BANK NATIONAL ASSOCIATION, as successor to State Street Bank and Trust Company of Connecticut, not in its individual capacity, but solely as Trustee (hereinafter "Trustee") and AIG-FP FUNDING (CAYMAN) LIMITED (hereinafter "Lender") respecting the Loan and Security Agreement (RAIL-2000-WF) (hereinafter "Loan Agreement") dated as of September 27, 2000, between Trustee and Lender.

Pursuant to the provisions of the Loan Agreement, Trustee and Lender hereby affirm and acknowledge that:

1. Trustee has agreed to grant the Lender a first priority security interest in the Replacement Items of Equipment described in Schedule A attached hereto and the Lender has agreed to release its security interest in the Items of Equipment described in Schedule B hereto and such discharged Items of Equipment are no longer deemed Items of Equipment for any purpose, subject to the terms defined in the Loan Agreement.
2. Lender and Trustee further acknowledge and affirm that this Memorandum of Amendment to Memorandum of Loan and Security Agreement is not a summary of the Loan Agreement nor a complete recitation of the terms and provisions thereof. Accordingly, Lender and Trustee hereby agree that in the event of a conflict between this Memorandum of Amendment to Memorandum of Loan and Security Agreement and the provisions of the Loan Agreement, the provisions of the Loan Agreement, as the case may be, shall control.
3. This Memorandum of Amendment to Memorandum of Loan and Security Agreement is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301.
4. This Memorandum of Amendment to Memorandum of Loan and Security Agreement is being recorded with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Amendment to Memorandum of Loan and Security Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first written above.

TRUSTEE:

U.S. BANK NATIONAL  
ASSOCIATION (as successor in  
interest to State Street Bank and  
Trust Company of Connecticut), not  
in its individual capacity but solely  
as Owner Trustee

By: Susan C. Merker

Name: Susan C. Merker  
President

Title: \_\_\_\_\_

STATE OF Connecticut )

) SS:

COUNTY OF Hartford )

On this 19th of Sept, 2008, before me personally appeared Susan M. Maly,  
to me personally known, who being duly sworn, state that she is Vice President of  
U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on behalf of said  
corporation by authority of its board of directors, and she acknowledged that the execution of the  
foregoing instrument was the free act and deed of said corporation.

Notary Public

Susan P. McNally


My Commission expires

SUSAN P. McNALLY  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 31, 2010

LENDER:

AIG-FP FUNDING (CAYMAN)  
LIMITED

By: \_\_\_\_\_

 Name: Christian Toft

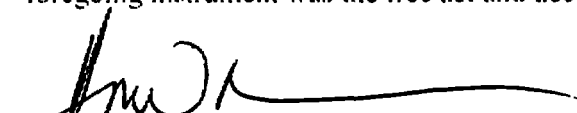
Title: Authorized Signatory

STATE OF CONNECTICUT )

) SS: Wilton

COUNTY OF FAIRFIELD )

On this 26<sup>th</sup> of June, 2008 before me personally appeared Christian Toft ,  
to me personally known, who being duly sworn, state that he is an Authorized Signatory of  
AIG-FP FUNDING (CAYMAN) LIMITED, that said instrument was signed on behalf of said  
corporation by authority of its board of directors, and he acknowledged that the execution of the  
foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My Commission expires

**AMIE MELESHKEWICH**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES NOV. 30, 2008



**Schedule A**

**REPLACEMENT ITEMS**

<b>Car Mark</b>	<b>Car Type</b>	<b>Built Date</b>	<b>CC #</b>
NATX 301302-A AAS EH	Tank	2004	709198
NATX 301306-A AAS EII	Tank	2004	709202
NATX 301828-A AAT FQ	Tank	2006	718437
NATX 301834-A AAT FQ	Tank	2006	718443
NATX 251291-A AAS EL	Tank	2006	725598
NATX 251291-A AAS EL	Tank	2006	725600
KPLX 005030	Coal	2003	683375
KPLX 005031	Coal	2003	683376
AGIIX 096020	Hopper	2003	688116
NAIIX 101050	Hopper	2003	683749
NAHX 101051	Hopper	2003	683750

**Schedule B**

**ITEMS TO BE REPLACED**

<b>Car Mark</b>	<b>Car Type</b>	<b>Built Date</b>	<b>CC #</b>
AEPX 005023	Coal	1999	413120
AEPX 004983	Coal	1999	413080
CWEX 009297	Coal	1999	432890
NAHX 516392	Grain	1999	402625
AEPX 005019	Coal	1999	413116
AEPX 005045	Coal	1999	413142
CWEX 009131	Coal	1999	432724
CWEX 009233	Coal	1999	432826
NS 470695	Box	1999	417423
NS 166623	Gondola	1999	405680
NS 166715	Gondola	1999	405772
NS 166741	Gondola	1999	405798